

LAW OFFICES

JACKSON & CAMPBELL, P.C.

ONE LAFAYETTE CENTRE

SUITE 300 SOUTH

1120 20TH STREET, N.W.

WASHINGTON, D.C. 20036-3437

RECORDATION NO. 8162-H

INT'L TELEX: 64706

TELECOPIER (202) 457-1677

(202) 457-1600

INTERSTATE COMMERCE COMMISSION

April 14, 1987

APR 15 1987 11-20 AM

INTERSTATE COMMERCE COMMISSION

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KENNETH WELLS PARKINSON
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RICHARD J. DEFEO, JR.
MARY LYNN REED*
WARREN LUTZ*

* ALSO ADMITTED IN MARYLAND
* ALSO ADMITTED IN VIRGINIA

THOMAS SEARING JACKSON*
EDMUND D. CAMPBELL*
OF COUNSEL

MARYLAND OFFICE
200 A MONROE STREET
ROCKVILLE, MARYLAND 20850
(301) 340-0450

VIRGINIA OFFICE
2008 NORTH RANDOLPH STREET
SUITE 104
ARLINGTON, VIRGINIA 22201
(703) 522-1330

DIRECT DIAL NUMBER

No. 7-105A023

Date APR 15 1987

Fee \$ 20.00

ICC Washington, D. C.

APR 15 11 19 AM '87
MOTOR OPERATING UNIT
TIC OFFICE OF
THE SECRETARY

Ms. Noreta R. McGee
Office of the Secretary
Recordation Office
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: American National Bank and Trust Company of Chicago;
General Electric Railcar Services Corporation

Dear Ms. McGee:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. § 11303, and Part 1177 of Title 49 of the Code of Federal Regulations, we request, as special counsel for American National Bank and Trust Company of Chicago (as agent for Teachers Insurance and Annuity Association of America, the Jefferson-Pilot Life Insurance Company (successor in interest by merger to the Jefferson Standard Life Insurance Company), and the Ohio National Life Insurance Company), that the enclosed documents be recorded and filed with the Interstate Commerce Commission.

A. Bill of Sale

You will find enclosed three originals of the following document:

Richard W. Boyer
Deena Keyser

Ms. Noreta R. McGee
April 14, 1987
Page 2

Bill of Sale, by and between American National Bank and Trust Company of Chicago, a national banking association (as agent for Teachers Insurance and Annuity Association of America, the Ohio National Life Insurance Company and the Jefferson-Pilot Life Insurance Company (successor in interest by merger to the Jefferson Standard Life Insurance Company)), as Seller, and General Electric Railcar Services Corporation, as Buyer.

This document is a Bill of Sale, a secondary document, executed on April 17, 1987. The primary document to which this is connected is a conditional sale agreement recorded under No. 8162 and other related documents filed under recordation Nos. 8162-A, 8162-B, 8162-C, 8162-D, 8162-E and 8162-F. Inasmuch as there are already documents filed through No. 8162-F, this Bill of Sale should be assigned No. 8162-G.

This Bill of Sale is intended to effectuate the sale of certain railroad equipment (465 cars) more specifically described in Schedule 1 to the Bill of Sale, an additional copy of which is attached hereto and incorporated herein by this reference.

The parties to the aforesaid Bill of Sale are:

AMERICAN NATIONAL BANK AND TRUST COMPANY
OF CHICAGO
33 North LaSalle Street
Chicago, Illinois 60690

and

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION
33 West Monroe Street
Suite 2400
Chicago, Illinois 60603

B. Collateral Release

You will find enclosed three originals of the following document:

Ms. Noreta R. McGee
April 14, 1987
Page 3

Collateral Release, dated as of April 14, 1987, by and between American National Bank and Trust Company of Chicago, a national banking association (as agent for Teachers Insurance and Annuity Association of America, the Ohio National Life Insurance Company and the Jefferson-Pilot Life Insurance Company (successor in interest by merger to the Jefferson Standard Life Insurance Company)), as Indenture Trustee, and Exchange National Bank of Chicago, as Owner Trustee.

This document is a Collateral Release, a secondary document, dated as of April 14, 1987. The primary document to which this is connected is a conditional sale agreement recorded under No. 8162 and other related documents filed under recordation Nos. 8162-A, 8162-B, 8162-C, 8162-D, 8162-E, and 8162-F. Inasmuch as there are already documents filed through No. 8162-F and the related Bill of Sale will be given No. 8162-G, this Collateral Release should be assigned No. 8162-H.

This Collateral Release is intended to effectuate the release of certain railroad equipment (465 cars) more specifically described in Schedule A to the Collateral Release, a copy of which list is attached hereto and incorporated herein by this reference, from the liens of the agreements recorded by the Interstate Commerce Commission under Recordation Nos. 8162, 8162-A, 8162-B, 8162-C, 8162-D, 8162-E, and 8162-F. The parties to the aforesaid Collateral Release are:

AMERICAN NATIONAL BANK AND TRUST COMPANY
OF CHICAGO
33 North LaSalle Street
Chicago, Illinois 60690

and

EXCHANGE NATIONAL BANK OF CHICAGO
120 South LaSalle Street
Chicago, Illinois 60690

You will also find enclosed herewith two checks made payable to the Interstate Commerce Commission in the amount of \$10.00 each, which amounts are intended as full and final payment of the filing fee to be incurred in connection herewith.

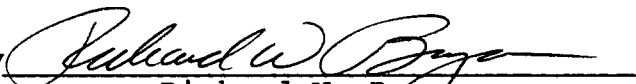
Ms. Noreta R. McGee
April 14, 1987
Page 4

Would you please stamp, as filed, each of the duplicate originals enclosed herewith and return the stamped duplicate originals not used by your office to our office at your earliest possible convenience?

If you have any questions in this regard, please do not hesitate to contact us.

Sincerely yours,

JACKSON & CAMPBELL, P.C.

By 
Richard W. Bryan

RWB:tkd
Enclosures

cc: Kurt L. Kicklighter, Esquire

JUNRPT 46ACL

Car Number

NAHX 478393
 NAHX 478394
 NAHX 478700
 NAHX 478701
 NAHX 478702
 NAHX 478703
 NAHX 478704
 NAHX 478705
 NAHX 478706
 NAHX 478707
 NAHX 478708
 NAHX 478709
 NAHX 478710
 NAHX 478711
 NAHX 478712
 NAHX 478713
 NAHX 478714
 NAHX 478715
 NAHX 478716
 NAHX 478717
 NAHX 478718
 NAHX 478719
 NAHX 478720
 NAHX 478721
 NAHX 478722
 NAHX 478723
 NAHX 478724
 NAHX 478725
 NAHX 478726
 NAHX 478727
 NAHX 478728
 NAHX 478729
 NAHX 478730
 NAHX 478731
 NAHX 478732
 NAHX 478733
 NAHX 478734
 NAHX 478736
 NAHX 478737
 NAHX 478738
 NAHX 478739
 NAHX 478740
 NAHX 478741
 NAHX 478742
 NAHX 478743
 NAHX 478744
 NAHX 478745
 NAHX 478746
 NAHX 478747
 NAHX 478748
 NAHX 478749
 NAHX 800100
 NAHX 800102
 NAHX 800103

PRINTED IN USA

JUNRPT 46ACL

Car Number

MILW 062115
 MILW 062116
 MILW 062117
 MILW 062118
 MILW 062119
 MILW 062122
 MILW 062123
 MILW 062124
 MILW 062125
 MILW 062126
 MILW 062127
 MILW 062128
 MILW 062129
 MILW 062130
 MILW 062131
 MILW 062132
 MILW 062133
 MILW 062134
 MILW 062135
 MILW 062136
 MILW 062137
 MILW 062138
 MILW 062139
 MILW 062140
 MILW 062141
 MILW 062142
 MILW 062143
 MILW 062144
 MILW 062145
 MILW 062146
 MILW 062147
 MILW 062148
 MILW 062149
 NAHX 478351
 NAHX 478352
 NAHX 478353
 NAHX 478354
 NAHX 478355
 NAHX 478356
 NAHX 478357
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 NAHX 478361
 NAHX 478362
 NAHX 478363
 NAHX 478364
 NAHX 478365
 NAHX 478366
 NAHX 478367
 NAHX 478388
 NAHX 478390
 NAHX 478391
 NAHX 478392

PRINTED IN USA

JUNRPT 46ACL

Car Number

MILW 062060
 MILW 062061
 MILW 062062
 MILW 062063
 MILW 062064
 MILW 062065
 MILW 062066
 MILW 062067
 MILW 062068
 MILW 062069
 MILW 062070
 MILW 062071
 MILW 062072
 MILW 062073
 MILW 062074
 MILW 062075
 MILW 062076
 MILW 062077
 MILW 062078
 MILW 062079
 MILW 062080
 MILW 062081
 MILW 062082
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 MILW 062093
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 MILW 062095
 MILW 062096
 MILW 062097
 MILW 062098
 MILW 062099
 MILW 062100
 MILW 062101
 MILW 062102
 MILW 062103
 MILW 062104
 MILW 062105
 MILW 062106
 MILW 062107
 MILW 062108
 MILW 062109
 MILW 062110
 MILW 062111
 MILW 062112
 MILW 062113
 MILW 062114

JUNRPT 46

Car Number

CC 478387
 CC 478389
 CC 478394
 CC 478395
 CC 478397
 CC 478398
 CC 478399
 CC 478735
 CC 800101
 CC 800119
 CNW 753504
 CNW 753512
 CNW 753513
 CNW 753517
 CNW 753529
 CNW 753532
 CNW 753542
 CNW 753558
 CNW 753559
 CNW 753561
 CNW 753562
 CNW 753563
 CNW 753564
 CNW 753565
 CNW 753580
 CNW 753600
 CNW 753607
 CNW 753608
 CNW 753610
 CNW 753611
 CNW 753623
 CNW 753624
 CNW 753625
 CNW 753628
 CNW 753630
 CNW 753633
 CNW 753640
 CNW 753641
 CNW 753644
 CNW 753648
 CNW 753650
 CNW 753656
 CNW 753667
 CNW 753683
 MILW 062050
 MILW 062051
 MILW 062052
 MILW 062053
 MILW 062054
 MILW 062055
 MILW 062056
 MILW 062057
 MILW 062058
 MILW 062059

JUNRPT 46ACL		JUNRPT 46ACL		JUNRPT 46ACL		JUNRPT 46ACL	
Car Number		Car Number		Car Number		Car Number	
NATX	073559	NATX	073504	NATX	029771	NAHX	800104
NATX	073560	NATX	073505	NATX	029772	NAHX	800105
NATX	073561	NATX	073506	NATX	029773	NAHX	800106
NATX	073562	NATX	073507	NATX	029774	NAHX	800107
NATX	073563	NATX	073508	NATX	029775	NAHX	800108
NATX	073564	NATX	073509	NATX	029776	NAHX	800109
NATX	073565	NATX	073510	NATX	029777	NAHX	800110
NATX	073566	NATX	073511	NATX	029778	NAHX	800111
NATX	073567	NATX	073512	NATX	029779	NAHX	800112
NATX	073568	NATX	073513	NATX	029780	NAHX	800113
NATX	073569	NATX	073514	NATX	029781	NAHX	800114
NATX	073570	NATX	073515	NATX	029782	NAHX	800115
NATX	073571	NATX	073516	NATX	029783	NAHX	800116
NATX	075534	NATX	073517	NATX	029784	NAHX	800117
NATX	075535	NATX	073518	NATX	029785	NAHX	800118
NATX	075536	NATX	073519	NATX	029786	NAHX	800120
NATX	075537	NATX	073520	NATX	029787	NAHX	800121
NATX	075538	NATX	073521	NATX	029788	NAHX	800122
NATX	075539	NATX	073522	NATX	029789	NAHX	800123
NATX	075540	NATX	073523	NATX	073463	NAHX	800124
NATX	075541	NATX	073524	NATX	073464	NATX	013991
NATX	075542	NATX	073525	NATX	073465	NATX	013992
NATX	075543	NATX	073526	NATX	073467	NATX	013993
NATX	075547	NATX	073527	NATX	073469	NATX	013994
NATX	076658	NATX	073528	NATX	073470	NATX	013995
NATX	076659	NATX	073529	NATX	073472	NATX	013996
NATX	076660	NATX	073530	NATX	073473	NATX	013997
NATX	076661	NATX	073531	NATX	073474	NATX	013998
NATX	076662	NATX	073532	NATX	073475	NATX	013999
NATX	078421	NATX	073533	NATX	073476	NATX	016602
NATX	078422	NATX	073535	NATX	073479	NATX	016603
NATX	078423	NATX	073536	NATX	073480	NATX	016604
NATX	078424	NATX	073537	NATX	073482	NATX	016605
NATX	078425	NATX	073538	NATX	073483	NATX	016606
NATX	078426	NATX	073539	NATX	073484	NATX	016607
NATX	078427	NATX	073540	NATX	073485	NATX	016608
NATX	078428	NATX	073541	NATX	073486	NATX	016609
NATX	078429	NATX	073542	NATX	073487	NATX	016610
NATX	078430	NATX	073543	NATX	073488	NATX	016611
NATX	078431	NATX	073544	NATX	073489	NATX	016612
NATX	078432	NATX	073545	NATX	073490	NATX	016613
NATX	078433	NATX	073546	NATX	073491	NATX	016614
NATX	078434	NATX	073547	NATX	073492	NATX	016615
NATX	078435	NATX	073548	NATX	073493	NATX	025786
NATX	078436	NATX	073549	NATX	073494	NATX	025787
NATX	078437	NATX	073550	NATX	073495	NATX	025788
NATX	078438	NATX	073551	NATX	073496	NATX	029141
NATX	078439	NATX	073552	NATX	073497	NATX	029764
NATX	078440	NATX	073553	NATX	073498	NATX	029765
NATX	078441	NATX	073554	NATX	073499	NATX	029766
NATX	078442	NATX	073555	NATX	073500	NATX	029767
NATX	078443	NATX	073556	NATX	073501	NATX	029768
NATX	078444	NATX	073557	NATX	073502	NATX	029769
NATX	078445	NATX	073558	NATX	073503	NATX	029770

Car Number

NATX 078446
NATX 078447
NATX 078448
NATX 078449
NATX 078450
NATX 081064
NATX 081065
NATX 081066
NATX 081067
NATX 081068
NATX 081069
NATX 081070
NATX 081072
NATX 081074
NATX 081075
NATX 081076
NATX 081077
NATX 081078
NATX 081079
NATX 081080
NATX 081081
NATX 081082
NATX 081083
NATX 081084
NATX 081085
NATX 081086
NATX 081087
VOTX 001181
VOTX 001182
VOTX 001183
VOTX 001186
VOTX 001187
VOTX 001188

Total Cars: 465

Interstate Commerce Commission
Washington, D.C. 20423

4/15/87

OFFICE OF THE SECRETARY

Richard W. Bryan
Jackson & Campbell, PC.
One Lafayette Centre
Suite 300 South
1120 20th St. N.W.
Washington, D.C. 20036-3437

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/15/87 at 11:20am, and assigned re-recording number(s). 8162-G & 8162-H

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

BILL OF SALE

APR 15 1987 11-20 AM

INTERSTATE COMMERCE COMMISSION

KNOWN ALL MEN BY THESE PRESENTS, that American National Bank and Trust Company of Chicago, a national banking association ("Seller"), as agent for Teachers Insurance and Annuity Association of America, The Ohio National Life Insurance Company and The Jefferson-Pilot Life Insurance Company (successor in interest by merger to The Jefferson Standard Life Insurance Company), for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, has granted, bargained, sold, conveyed, transferred, and delivered, and by these presents does grant, bargain, sell, convey, transfer and deliver, unto GENERAL ELECTRIC RAILCAR SERVICES CORPORATION ("Buyer"), a Delaware corporation having a place of business in Chicago, Illinois, the goods and chattels set forth on Schedule 1 attached hereto and made a part hereof (the "Cars");


TO HAVE AND TO HOLD the same unto Buyer and its successors and assigns forever.

Seller is neither a manufacturer nor distributor of, nor dealer or merchant in, the Cars. Seller makes NO WARRANTY IN RESPECT OF THE CARS, INCLUDING, WITHOUT LIMITATION, ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE. The Cars are sold to Buyer "AS-IS, WHERE-IS." By acceptance of delivery of the Cars, Buyer affirms that it has not relied on Seller's skill or judgment to select or furnish such Cars for any particular purpose.

There are no representations or warranties, express, implied or statutory, that extend beyond the description of the Cars set forth on Schedule 1 attached hereto except as expressly provided herein.

By acceptance of delivery of the Cars, Buyer acknowledges that Buyer has either examined such Cars as fully as desired, or has been given the opportunity for such examination and has refused to make such examination.

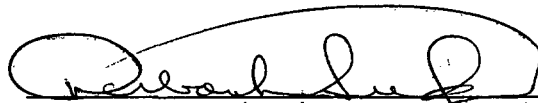
AMERICAN NATIONAL BANK AND TRUST COMPANY
OF CHICAGO, as agent for Teachers Insurance Annuity Association of America, The Jefferson- Pilot Life Insurance Company (successor in interest by merger to The Jefferson Standard Life Insurance Company) and The Ohio National Life Insurance Company, "Seller"

By: 
Printed Name: R.B. Bremer
Its: Vice President

THE STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 7 day of April, in the year 1987,
before me, the undersigned, a notary public in and for said
County and State, personally appeared RB Bomer, per-
sonally known to me (or proved to me on the basis of satisfactory
evidence) to be the person who executed the within instrument on
behalf of the corporation therein named and acknowledged to me
that the corporation executed it.

Given under my hand and seal of office this 7 day of
April, 1987.


Notary Public in and for the
State of ILLINOIS County
of COOK.

My commission expires:

10/23/89

JUNRPT 46ACL		JUNRPT 46ACL		JUNRPT 46ACL		JUNRPT 46	
Car Number		Car Number		Car Number		Car Number	
NAHX	478393	MILW	062115	MILW	062060	CC	478387
NAHX	478396	MILW	062116	MILW	062061	CC	478389
NAHX	478700	MILW	062117	MILW	062062	CC	478394
NAHX	478701	MILW	062118	MILW	062063	CC	478395
NAHX	478702	MILW	062119	MILW	062064	CC	478397
NAHX	478703	MILW	062122	MILW	062065	CC	478398
NAHX	478704	MILW	062123	MILW	062066	CC	478399
NAHX	478705	MILW	062124	MILW	062067	CC	478735
NAHX	478706	MILW	062125	MILW	062068	CC	800101
NAHX	478707	MILW	062126	MILW	062069	CC	800119
NAHX	478708	MILW	062127	MILW	062070	CNW	753504
NAHX	478709	MILW	062128	MILW	062071	CNW	753512
NAHX	478710	MILW	062129	MILW	062072	CNW	753513
NAHX	478711	MILW	062130	MILW	062073	CNW	753517
NAHX	478712	MILW	062131	MILW	062074	CNW	753529
NAHX	478713	MILW	062132	MILW	062075	CNW	753532
NAHX	478714	MILW	062133	MILW	062076	CNW	753542
NAHX	478715	MILW	062134	MILW	062077	CNW	753558
NAHX	478716	MILW	062135	MILW	062078	CNW	753559
NAHX	478717	MILW	062136	MILW	062079	CNW	753561
NAHX	478718	MILW	062137	MILW	062080	CNW	753562
NAHX	478719	MILW	062138	MILW	062081	CNW	753563
NAHX	478720	MILW	062139	MILW	062082	CNW	753564
NAHX	478721	MILW	062140	MILW	062083	CNW	753565
NAHX	478722	MILW	062141	MILW	062084	CNW	753580
NAHX	478723	MILW	062142	MILW	062085	CNW	753600
NAHX	478724	MILW	062143	MILW	062086	CNW	753607
NAHX	478725	MILW	062144	MILW	062087	CNW	753608
NAHX	478726	MILW	062145	MILW	062088	CNW	753610
NAHX	478727	MILW	062146	MILW	062089	CNW	753611
NAHX	478728	MILW	062147	MILW	062090	CNW	753623
NAHX	478729	MILW	062148	MILW	062091	CNW	753624
NAHX	478730	MILW	062149	MILW	062093	CNW	753625
NAHX	478731	NAHX	478351	MILW	062094	CNW	753628
NAHX	478732	NAHX	478352	MILW	062095	CNW	753630
NAHX	478733	NAHX	478353	MILW	062096	CNW	753633
NAHX	478734	NAHX	478354	MILW	062097	CNW	753640
NAHX	478736	NAHX	478355	MILW	062098	CNW	753641
NAHX	478737	NAHX	478356	MILW	062099	CNW	753644
NAHX	478738	NAHX	478357	MILW	062100	CNW	753648
NAHX	478739	NAHX	478358	MILW	062101	CNW	753650
NAHX	478740	NAHX	478359	MILW	062102	CNW	753656
NAHX	478741	NAHX	478360	MILW	062103	CNW	753667
NAHX	478742	NAHX	478361	MILW	062104	CNW	753683
NAHX	478743	NAHX	478362	MILW	062105	MILW	062050
NAHX	478744	NAHX	478363	MILW	062106	MILW	062051
NAHX	478745	NAHX	478364	MILW	062107	MILW	062052
NAHX	478746	NAHX	478365	MILW	062108	MILW	062053
NAHX	478747	NAHX	478366	MILW	062109	MILW	062054
NAHX	478748	NAHX	478367	MILW	062110	MILW	062055
NAHX	478749	NAHX	478388	MILW	062111	MILW	062056
NAHX	800100	NAHX	478390	MILW	062112	MILW	062057
NAHX	800102	NAHX	478391	MILW	062113	MILW	062058
NAHX	800103	NAHX	478392	MILW	062114	MILW	062059

JUNRPT 46ACL

Car Number

NATX 073559
 NATX 073560
 NATX 073561
 NATX 073562
 NATX 073563
 NATX 073564
 NATX 073565
 NATX 073566
 NATX 073567
 NATX 073568
 NATX 073569
 NATX 073570
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 NATX 075534
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 NATX 075547
 NATX 076658
 NATX 076659
 NATX 076660
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 NATX 076662
 NATX 078421
 NATX 078422
 NATX 078423
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 NATX 078433
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 NATX 078437
 NATX 078438
 NATX 078439
 NATX 078440
 NATX 078441
 NATX 078442
 NATX 078443
 NATX 078444
 NATX 078445

JUNRPT 46ACL

Car Number

NATX 073504
 NATX 073505
 NATX 073506
 NATX 073507
 NATX 073508
 NATX 073509
 NATX 073510
 NATX 073511
 NATX 073512
 NATX 073513
 NATX 073514
 NATX 073515
 NATX 073516
 NATX 073517
 NATX 073518
 NATX 073519
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 NATX 073552
 NATX 073553
 NATX 073554
 NATX 073555
 NATX 073556
 NATX 073557
 NATX 073558

JUNRPT 46ACL

Car Number

NATX 029771
 NATX 029772
 NATX 029773
 NATX 029774
 NATX 029775
 NATX 029776
 NATX 029777
 NATX 029778
 NATX 029779
 NATX 029780
 NATX 029781
 NATX 029782
 NATX 029783
 NATX 029784
 NATX 029785
 NATX 029786
 NATX 029787
 NATX 029788
 NATX 029789
 NATX 073463
 NATX 073464
 NATX 073465
 NATX 073467
 NATX 073469
 NATX 073470
 NATX 073472
 NATX 073473
 NATX 073474
 NATX 073475
 NATX 073476
 NATX 073479
 NATX 073480
 NATX 073482
 NATX 073483
 NATX 073484
 NATX 073485
 NATX 073486
 NATX 073487
 NATX 073488
 NATX 073489
 NATX 073490
 NATX 073491
 NATX 073492
 NATX 073493
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 NATX 073495
 NATX 073496
 NATX 073497
 NATX 073498
 NATX 073499
 NATX 073500
 NATX 073501
 NATX 073502
 NATX 073503

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Car Number

NAHX 800104
 NAHX 800105
 NAHX 800106
 NAHX 800107
 NAHX 800108
 NAHX 800109
 NAHX 800110
 NAHX 800111
 NAHX 800112
 NAHX 800113
 NAHX 800114
 NAHX 800115
 NAHX 800116
 NAHX 800117
 NAHX 800118
 NAHX 800120
 NAHX 800121
 NAHX 800122
 NAHX 800123
 NAHX 800124
 NATX 013991
 NATX 013992
 NATX 013993
 NATX 013994
 NATX 013995
 NATX 013996
 NATX 013997
 NATX 013998
 NATX 013999
 NATX 016602
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 NATX 016604
 NATX 016605
 NATX 016606
 NATX 016607
 NATX 016608
 NATX 016609
 NATX 016610
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 NATX 016613
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 NATX 016615
 NATX 025786
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 NATX 025788
 NATX 029141
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 NATX 029765
 NATX 029766
 NATX 029767
 NATX 029768
 NATX 029769
 NATX 029770

Car Number

NATX 078446
NATX 078447
NATX 078448
NATX 078449
NATX 078450
NATX 081064
NATX 081065
NATX 081066
NATX 081067
NATX 081068
NATX 081069
NATX 081070
NATX 081072
NATX 081074
NATX 081075
NATX 081076
NATX 081077
NATX 081078
NATX 081079
NATX 081080
NATX 081081
NATX 081082
NATX 081083
NATX 081084
NATX 081085
NATX 081086
NATX 081087
VOTX 001181
VOTX 001182
VOTX 001183
VOTX 001186
VOTX 001187
VOTX 001188

Total Cars: 465

BILL OF SALE

KNOWN ALL MEN BY THESE PRESENTS, that American National Bank and Trust Company of Chicago, a national banking association ("Seller"), as agent for Teachers Insurance and Annuity Association of America, The Ohio National Life Insurance Company and The Jefferson-Pilot Life Insurance Company (successor in interest by merger to The Jefferson Standard Life Insurance Company), for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, has granted, bargained, sold, conveyed, transferred, and delivered, and by these presents does grant, bargain, sell, convey, transfer and deliver, unto GENERAL ELECTRIC RAILCAR SERVICES CORPORATION ("Buyer"), a Delaware corporation having a place of business in Chicago, Illinois, the goods and chattels set forth on Schedule 1 attached hereto and made a part hereof (the "Cars");


TO HAVE AND TO HOLD the same unto Buyer and its successors and assigns forever.

Seller is neither a manufacturer nor distributor of, nor dealer or merchant in, the Cars. Seller makes NO WARRANTY IN RESPECT OF THE CARS, INCLUDING, WITHOUT LIMITATION, ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE. The Cars are sold to Buyer "AS-IS, WHERE-IS." By acceptance of delivery of the Cars, Buyer affirms that it has not relied on Seller's skill or judgment to select or furnish such Cars for any particular purpose.

There are no representations or warranties, express, implied or statutory, that extend beyond the description of the Cars set forth on Schedule 1 attached hereto except as expressly provided herein.

By acceptance of delivery of the Cars, Buyer acknowledges that Buyer has either examined such Cars as fully as desired, or has been given the opportunity for such examination and has refused to make such examination.

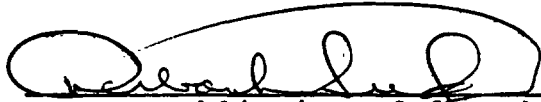
AMERICAN NATIONAL BANK AND TRUST COMPANY
OF CHICAGO, as agent for Teachers Insurance
Annuity Association of America, The
Jefferson- Pilot Life Insurance Company
(successor in interest by merger to The
Jefferson Standard Life Insurance Com-
pany) and The Ohio National Life Insurance
Company, "Seller"

By: 
Printed Name: R.B. Bremen
Its: Vice President

THE STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 7 day of April, in the year 1987,
before me, the undersigned, a notary public in and for said
County and State, personally appeared RB Bomer, per-
sonally known to me (or proved to me on the basis of satisfactory
evidence) to be the person who executed the within instrument on
behalf of the corporation therein named and acknowledged to me
that the corporation executed it.

Given under my hand and seal of office this 7 day of
April, 1987.


Notary Public in and for the
State of ILLINOIS County
of COOK.

My commission expires:

10/23/89